

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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| -----X | : | |
| In re | : | Chapter 11 Case No. |
| | : | |
| MOTORS LIQUIDATION COMPANY, <i>et al.</i> , | : | 09-50026 (REG) |
| f/k/a General Motors Corp., <i>et al.</i> | : | |
| | : | |
| Debtors. | : | (Jointly Administered) |
| | : | |
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**NOTICE OF PRESENTMENT OF STIPULATION AND ORDER
RESOLVING THE FLEXTRONICS ENTITIES' PROOFS OF CLAIM**

PLEASE TAKE NOTICE that the annexed Stipulation and Order (the “**Stipulation and Order**”), between Motors Liquidation Company (f/k/a General Motors Corporation) (“**MLC**”) and its affiliated debtors, as debtors in possession (collectively, the “**Debtors**”), and (a) Flextronics International Ltd; (b) Flextronics Manufacturing (Shanghai) Co. Ltd.; (c) Flextronics Corporation (f/k/a Solelectron Corp.); and (d) Flextronics Automotive, Inc. (collectively, the “**Flextronics Entities**,” and together with the Debtors, the “**Parties**”) will be presented to the Honorable Robert E. Gerber, United States Bankruptcy Judge, for signature on **March 15, 2011 at 12:00 noon (Eastern Time)**.

PLEASE TAKE FURTHER NOTICE that any responses or objections to the Stipulation and Order must be in writing, shall conform to the Federal Rules of Bankruptcy Procedure and the Local Rules of the Bankruptcy Court, and shall be filed with the Bankruptcy Court (a) electronically in accordance with General Order M-399 (which can be found at www.nysb.uscourts.gov) by registered users of the Bankruptcy Court’s filing system, and (b) by all other parties in interest, on a CD-ROM or 3.5 inch disk, in text-searchable portable document format (PDF) (with a hard copy delivered directly to Chambers), in accordance with the

customary practices of the Bankruptcy Court and General Order M-399, to the extent applicable, and served in accordance with General Order M-399 and on (i) Weil, Gotshal & Manges LLP, attorneys for the Debtors, 767 Fifth Avenue, New York, New York 10153 (Attn: Harvey R. Miller, Esq., Stephen Karotkin, Esq., and Joseph H. Smolinsky, Esq.); (ii) the Debtors, c/o Motors Liquidation Company, 401 South Old Woodward Avenue, Suite 370, Birmingham, Michigan 48009 (Attn: Thomas Morrow); (iii) General Motors LLC, 400 Renaissance Center, Detroit, Michigan 48265 (Attn: Lawrence S. Buonomo, Esq.); (iv) Cadwalader, Wickersham & Taft LLP, attorneys for the United States Department of the Treasury, One World Financial Center, New York, New York 10281 (Attn: John J. Rapisardi, Esq.); (v) the United States Department of the Treasury, 1500 Pennsylvania Avenue NW, Room 2312, Washington, D.C. 20220 (Attn: Joseph Samarias, Esq.); (vi) Vedder Price, P.C., attorneys for Export Development Canada, 1633 Broadway, 47th Floor, New York, New York 10019 (Attn: Michael J. Edelman, Esq. and Michael L. Schein, Esq.); (vii) Kramer Levin Naftalis & Frankel LLP, attorneys for the statutory committee of unsecured creditors, 1177 Avenue of the Americas, New York, New York 10036 (Attn: Thomas Moers Mayer, Esq., Robert Schmidt, Esq., Philip Bentley, Esq., Lauren Macksoud, Esq., and Jennifer Sharret, Esq.); (viii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21st Floor, New York, New York 10004 (Attn: Tracy Hope Davis, Esq.); (ix) the U.S. Attorney's Office, S.D.N.Y., 86 Chambers Street, Third Floor, New York, New York 10007 (Attn: David S. Jones, Esq. and Natalie Kuehler, Esq.); and (x) counsel to the Flextronics Entities, 2600 El Camino Real, Suite 300, Palo Alto, California 94306 (Attn: Thomas M. Gaa, Esq.), so as to be received no later than **March 14, 2011 at 11:30 a.m. (Eastern Time)** (the "**Objection Deadline**").

PLEASE TAKE FURTHER NOTICE that if no objections are timely filed and served with respect to the Stipulation and Order, the Bankruptcy Court may enter the annexed Stipulation and Order, which order may be entered with no further notice or opportunity to be heard offered to any party.

Dated: New York, New York
March 8, 2011

/s/ Joseph H. Smolinsky

Harvey R. Miller

Stephen Karotkin

Joseph H. Smolinsky

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Attorneys for Debtors
and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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| f/k/a General Motors Corp., et al. | : |
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| Debtors. | : |
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Chapter 11 Case No.
09-50026 (REG)
(Jointly Administered)

**STIPULATION AND ORDER RESOLVING
THE FLEXTRONICS ENTITIES' PROOFS OF CLAIM**

Motors Liquidation Company (f/k/a General Motors Corporation) and its affiliated debtors, as debtors in possession in the above-referenced chapter 11 cases (collectively, the “**Debtors**”) and (a) Flextronics International Ltd; (b) Flextronics Manufacturing (Shanghai) Co. Ltd.; (c) Flextronics Corporation (f/k/a Solelectron Corp.); and (d) Flextronics Automotive, Inc. (collectively, the “**Flextronics Entities**,” and together with the Debtors, the “**Parties**”) hereby stipulate and agree as follows:

WHEREAS, on June 1, 2009, four of the Debtors (the “**Initial Debtors**”) commenced voluntary cases under chapter 11 of the Bankruptcy Code with the United States Bankruptcy Court for the Southern District of New York (the “**Court**”), and on October 9, 2009, two additional Debtors (the “**REALM/ENCORE Debtors**”) commenced with the Court voluntary cases under chapter 11 of the Bankruptcy Code, which cases are jointly administered with those of the Initial Debtors under Case Number 09-50026 (REG);

Flextronics' Section 503(b)(9) Claim

WHEREAS, by order dated June 1, 2009 (ECF No. 166), the Court established August 31, 2009 as the deadline to file a proof of claim to assert an administrative expense priority claim pursuant to section 503(b)(9) of the Bankruptcy Code;

WHEREAS, on August 31, 2009, Flextronics Manufacturing (Shanghai) Co., Ltd. and Flextronics Automotive, Inc. filed proof of claim 1246 asserting an administrative expense priority claim pursuant to section 503(b)(9) of the Bankruptcy Code in the amount of \$97,717.69 (the "**Section 503(b)(9) Claim**");

WHEREAS, on October 29, 2009, the Debtors objected to Flextronics' Section 503(b)(9) Claim (the "**Section 503(b)(9) Objection**");¹

Flextronics' General Unsecured Claims

WHEREAS, on September 15, 2009, the Initial Debtors filed their schedules of assets and liabilities and statements of financial affairs, which were amended on October 4, 2009, and on October 15, 2009, the REALM/ENCORE Debtors filed their schedules of assets and liabilities and statements of financial affairs;

WHEREAS on September 16, 2009, the Court entered an order (ECF No. 4079) establishing November 30, 2009 as the deadline for each person or entity to file a proof of claim in the Initial Debtors' cases, including governmental units, and on December 2, 2009, the Court entered an order (ECF No. 4586) establishing February 1, 2010 as the deadline for each person or entity to file a proof of claim in the REALM/ENCORE Debtors' cases (except governmental

¹ Debtors' Objection to Certain 503(b)(9) Claims Under the Order Pursuant to 11 U.S.C. §§ 105(a) and 503(b)(9) Establishing Procedures for the Assertion, Resolution, and Satisfaction of Claims Asserted Pursuant to 11 U.S.C. § 503(b)(9), dated October 29, 2009 (ECF No. 4312).

units, as defined in section 101(27) of the Bankruptcy Code, for which the Court established April 16, 2010 as the deadline to file proofs of claim);

WHEREAS, on November 27, 2009, the Flextronics Entities filed the following proofs of claim (collectively with the Section 503(b)(9) Claim, the “**Flextronics Proofs of Claim**”):

| Proof of Claim No. | Claimant | Debtor |
|--------------------|--|---|
| 58897 | Flextronics Automotive Inc. | MLCS Distribution Corporation (f/k/a Saturn Distribution Corporation) |
| 58898 | Flextronics Automotive Inc. | MLC of Harlem, Inc (f/k/a Chevrolet-Saturn of Harlem, Inc) |
| 58899 | Flextronics Automotive Inc. | Motors Liquidation Company (f/k/a General Motors Corporation) |
| 58900 | Flextronics Corporation (f/k/a Soletron Corporation) | MLSC, LLC (f/k/a Saturn, LLC) |
| 58901 | Flextronics Corporation (f/k/a Soletron Corporation) | Motors Liquidation Company (f/k/a General Motors Corporation) |
| 58902 | Flextronics Corporation (f/k/a Soletron Corporation) | MLC of Harlem, Inc (f/k/a Chevrolet-Saturn of Harlem, Inc) |
| 58903 | Flextronics Corporation (f/k/a Soletron Corporation) | MLCS Distribution Corporation (f/k/a Saturn Distribution Corporation) |
| 58904 | Flextronics Automotive Inc. | MLSC, LLC (f/k/a Saturn, LLC) |
| 59687 | Flextronics International Ltd. | MLSC, LLC (f/k/a Saturn, LLC) |
| 59688 | Flextronics Manufacturing (Shanghai) Co. Ltd. | MLCS Distribution Corporation (f/k/a Saturn Distribution Corporation) |
| 59689 | Flextronics Manufacturing (Shanghai) Co. Ltd. | MLSC, LLC (f/k/a Saturn, LLC) |
| 59690 | Flextronics Manufacturing (Shanghai) Co. Ltd. | MLC of Harlem, Inc (f/k/a Chevrolet-Saturn of Harlem, Inc) |
| 59691 | Flextronics Manufacturing (Shanghai) Co. Ltd. | Motors Liquidation Company (f/k/a General Motors Corporation) |
| 59692 | Flextronics International Ltd. | MLCS Distribution Corporation (f/k/a Saturn Distribution Corporation) |
| 59693 | Flextronics International Ltd. | Motors Liquidation Company (f/k/a General Motors Corporation) |
| 59694 | Flextronics International Ltd. | MLC of Harlem, Inc (f/k/a Chevrolet-Saturn of Harlem, Inc) |

;

WHEREAS, General Motors LLC (f/k/a General Motors Corporation) has since satisfied the Flextronics Proofs of Claim in full;

WHEREAS, the Parties seek to resolve their disputes concerning the Flextronics Proofs of Claim by entering into this stipulation and order (the “**Stipulation and Order**”);

NOW, THEREFORE, in consideration of the foregoing, the Parties stipulate and agree as follows:

1. The Flextronics Proofs of Claim are DISALLOWED and EXPUNGED in their entirety.
2. The Section 503(b)(9) Objection with respect to Flextronics’ Section 503(b)(9) Claim is deemed resolved.
3. Choice of Law. This Stipulation and Order shall be governed, in all respects, by the laws of the State of New York, irrespective of its choice of law rules.
4. Authority. Each of the Parties hereby expressly represents and warrants that, subject to approval by the Court and entry of this Stipulation and Order as an order of the Court, it has the requisite power, authority, and legal capacity to enter into and execute this Stipulation and Order.
5. Modifications. No modification, amendment or waiver of any of the terms or provisions of this Stipulation and Order shall bind any Party unless such modification, amendment or waiver is in writing, has been approved by the Court, and has been executed by a duly authorized representative of the Party against whom such modification, amendment or waiver is sought to be enforced.

6. Counterparts. This Stipulation and Order may be executed in any number of counterparts, and all such counterparts, taken together, shall be deemed to constitute one and the same instrument.

7. Drafting and Construction. The Parties acknowledge that this Stipulation and Order is the joint work product of all of the Parties, and that, accordingly, in the event of ambiguities in this Stipulation and Order, no inferences shall be drawn against any Party on the basis of authorship of this Stipulation and Order.

8. Retention of Jurisdiction. The Court shall retain jurisdiction over any disputes related to this Stipulation and Order.

9. Binding Effect. This Stipulation and Order shall be binding on the Parties from the date of its execution, but is expressly subject to and contingent upon its approval by the Court. If the Court does not approve this Stipulation and Order, this Stipulation and Order shall be null and void.

Dated: March 8, 2011

BIALSON, BERGEN & SCHWAB

By: /s/ Thomas M. Gaa
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2600 El Camino Real, Suite 300
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Counsel to the Flextronics Entities

WEIL, GOTSHAL & MANGES LLP

By: /s/ Joseph H. Smolinsky
Harvey R. Miller
Stephen Karotkin
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767 5th Ave
New York, New York 10153
Tel: (212) 310-8000
Fax: (212) 310-7000

Counsel for the Debtors

IT IS SO ORDERED.

Dated: New York, New York
_____, 2011

UNITED STATES BANKRUPTCY JUDGE